

SOUTH CENTRAL MCN LLC

SECRETARY'S CERTIFICATE

The undersigned, N. Beth Emery, being the duly elected and qualified Senior Vice President, General Counsel and Secretary of South Central MCN LLC, a Delaware limited liability (the "**Company**"), does hereby certify on behalf of the Company that attached hereto as Exhibit A is a true and complete copy of the Unanimous Written Consent of the Board of Directors of the Company, adopted by the Board of Directors as of July 22, 2015, which resolutions have not been revoked, modified, amended, or rescinded and are still in full force and effect..

IN WITNESS WHEREOF, I have hereunto executed this Secretary's Certificate as of the date set forth below.

Dated: August 17, 2015



N. Beth Emery, Senior Vice President, General
Counsel and Secretary

**Written Consent
of the Board of Directors of
South Central MCN LLC**

July 22, 2015

In lieu of a meeting of the Board of Directors (the Board) of South Central MCN LLC, a Delaware limited liability company (the Company), pursuant to the Limited Liability Company Agreement of the Company and Section 18-404 of the Limited Liability Company Act of the State of Delaware, the undersigned, being such members of the Board as are sufficient to act under the Limited Liability Company Agreement of the Company, do hereby consent to the adoption of, and do hereby adopt, the following resolutions:

WHEREAS, the officers of the Company have been investigating a potential acquisition of certain electric transmission assets (the Assets) from the City of Nixa, Missouri (Seller);

WHEREAS, the Board deems it to be in the best interest of the Company to acquire the Assets on terms consistent with those presented to the Board;

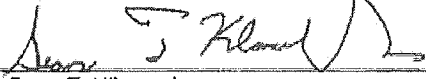
RESOLVED, that the Board does hereby authorize the officers of the Company to negotiate the terms of the potential acquisition, to enter into an asset purchase agreement on terms presented to the Board, with such changes as may be approved by the Chief Executive Officer with the advice and consent of Sean Klimczak, and to consummate the proposed acquisition of the Assets.

RESOLVED FURTHER, that the proper officers of the Company be, and hereby are, authorized and empowered to prepare, execute and deliver all certificates, documents, and agreements required to be executed and delivered pursuant to the terms of the asset purchase agreement or which are necessary to consummate the proposed acquisition of the Assets.

FURTHER RESOLVED, that the proper officers of the Company be, and hereby are, authorized and empowered to prepare, execute, and file with the appropriate regulatory agencies, all forms, schedules, and other documents legally required to be filed before completing the acquisition of the Assets.

FURTHER RESOLVED, that all actions previously taken by any officer, representative, or agent of the Company or any of the affiliates, in the name or on behalf of the Company in connection with the matters contemplated by the foregoing resolutions, be, and each of the same hereby is, adopted, ratified, confirmed, and approved in all respects.

IN WITNESS WHEREOF, the undersigned, being such members of the Board as are sufficient to act under the Limited Liability Company Agreement of the Company, hereby consent to and adopt these resolutions and actions as of the day and year first written above.



Sean T. Klimczak



Eugene Cook



Edward M. Rahill